

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Amber M. Cervený, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On November 18, 2005, I caused to be served, via overnight mail the document listed in Section 1 on the parties attached hereto as Exhibit A, via electronic notification on the parties attached hereto as Exhibit B, and via US mail the parties attached hereto as Exhibit C:

:

Section 1

- I. Final Order Under 11 U.S.C. § 327(a) and Fed.R.Bankr.P. 2014(a) Authorizing Employment and Retention of Togut, Segal & Segal as Conflicts Counsel to Debtors (“Togut Retention Final Order”) (**Docket No. 1034**) [**Attached hereto as Exhibit D**]

Dated: November 21, 2005

/s/ Amber M. Cervený
Amber M. Cervený

Sworn to and subscribed before
me on November 21, 2005

/s/ Evan J. Gershbein
Notary Public

My Commission Expires: 1/19/07

EXHIBIT A

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EXHIBIT B

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United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	412-562-2429	djury@steelworkers-usw.org	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008	614-464-6422	614-719-8676	rsidman@vssp.com	
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150	212-403-1000	212-403-2000	EAKleinhaus@wlrk.com	Counsel for Capital Research and Management Company
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150	212-403-1000	212-403-2000	RGMason@wlrk.com	Counsel for Capital Research and Management Company
Waller Lansden Dortch & Davis, PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6380	615-244-6804	david.lemke@wallerlaw.com	Counsel to Nissan North America, Inc.
Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219	615-244-6380	615-244-6804	robert.welhoelter@wallerlaw.com	Counsel to Nissan North America, Inc.
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503	616-752-2185	616-222-2185	gtoering@wnj.com	Counsel for Robert Bosch Corporation
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075	248-784-5131	248-603-9631	mcruse@wnj.com	Counsel to Compuware Corporation
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894	414-273-2100	414-223-5000	barnold@whdlaw.com	Counsel for Schunk Graphite Technology
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	512-370-2850	bspears@winstead.com	Counsel for National Instruments Corporation
Winstead Sechrest & Minick P.C.	R. Michael Farquhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270	214-745-5400	214-745-5390	mfarquhar@winstead.com	Counsel for National Instruments Corporation
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660	949-720-4100	949-720-4111	mwinthrop@winthropcouchot.com	Counsel for Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660	949-720-4100	949-720-4111	sokeefe@winthropcouchot.com	Counsel for Metal Surfaces, Inc.
WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	212-317-4893	oiglesias@wloss.com	Counsel for WL. Ross & Co., LLC
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	pjanovsky@zeklaw.com	Counsel for Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022	212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel for Toyota Tsusho America, Inc.

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farmington Hills	MI	48331	248-489-7406	866-609-0888	Vice President of Administration for Akebono Corporation
Ambrake Corporation	Ronald L. Jones	300 Ring Road		Elizabethtown	KY	42701	270-765-0208	270-234-2395	Representative for Ambrake Corporation
Bernstein Litowitz Berger & Grossman	Eileen McNerney	1285 Avenue of the Americas		New York	NY	10019	212-554-1485	212-554-1444	Counsel for Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243	313-393-7592	313-393-7579	Counsel for Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.
Frank D. Jones		158 New York Circle Cr.		Whitesburg	KY	41858-9122			
HAL/ERC-Legal	Tillie Lim, Esq.	50 Prospect Avenue		Tarrytown	NY	10591			Counsel to Hitachi Automotive Products (USA), Inc.
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118	212-725-7338	212-244-6219	Counsel for Baker Hughes Incorporated; Baker Petrolite Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	155 Federal Street	17th Floor	Boston	MA	02110-1727	617-542-3000	617-542-3001	Counsel for Parlex Corporation
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603	312-443-0370	312-896-6394	Counsel for Methode Electronics, Inc.
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603	312-443-1832	312-443-896-6432	Counsel for Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-947-8304 212-947-8340	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Greenwood Village	CO	80111	303-957-4254	303-957-2098	Representative for Madison Capital Management
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167	212-609-6800	212-609-6921	Counsel to Ward Products, LLC
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raternink	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Assistant Attorney General for Worker's Compensation Agency
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717	517-373-1820	517-373-2129	Attorney General for Worker's Compensation Agency
Noma Company and General Chemical Performance Products LLC	James Imbriaco	90 East Halsey Road		Parsippany	NJ	07054	973-884-6952	973-515-3244	
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101	207-791-1100	207-791-1350	Counsel for FCI Canada, Inc.; FCI Electronics Mexico, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
The Timpken Corporation BIC - 08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706			Representative for Timken Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Wilmington Trust Company	Steven M. Cimalore, Vice President	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058		Vice President, Wilmington Trust Co.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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FINAL ORDER UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR.
P. 2014(a) AUTHORIZING EMPLOYMENT AND RETENTION OF
TOGUT, SEGAL & SEGAL AS CONFLICTS COUNSEL TO DEBTORS

("TOGUT RETENTION FINAL ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for a final order (the "Final Order") under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Togut, Segal & Segal ("TS&S") as conflicts counsel in these chapter 11 cases pursuant to the engagement letter, dated October 5, 2005 (the "Engagement Letter"), attached to the Application as Exhibit B; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005, and the Declaration of Albert Togut, dated October 8, 2005, the senior member of TS&S, in support of the Application (the "Togut Declaration"), and the Supplemental Affidavit of Albert Togut, dated October 11, 2005, in further support of the Application; and upon the record of the hearing held on the Application; and this Court having determined that the relief requested in the Application is in the best interests of each of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or

further notice is necessary; and after due deliberation thereon; and upon the clarification on the record of paragraph 4 hereof; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. The Application and the Engagement Letter are approved in all respects.
3. Subject to the terms of this Final Order, the Debtors' employment of TS&S as their conflicts counsel, effective as of the Application date, to perform the services set forth in the Application and in the Engagement Letter, is approved under section 327(a) the Bankruptcy Code, and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
4. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain TS&S as their conflicts counsel (a) to perform services on bankruptcy-related matters which involve contested hearings, adversary proceedings, or other matters in which the Debtors are adverse to clients of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden") in excess of the percentage threshold giving rise to the engagement of conflicts counsel in this judicial district and to assist as appropriate under the circumstances with non-threshold Clients (each, a "Client," and collectively, the "Clients") which could present conflicts of interest and (b) to perform other discrete duties as are assigned by Skadden to TS&S as generally described in the Application and the Togut Declaration.
5. As soon as a matter concerning any of Skadden's threshold conflicted Clients is identified in the Debtors' case, Skadden, in addition to any duty imposed under applicable statutes and rules concerning conflicts, shall notify TS&S of that fact so that TS&S may, if necessary, be in a position to immediately advise the Debtors as involves such Client.

6. If the Debtors are or become adverse to any of Skadden's threshold conflicted Clients, TS&S and not Skadden shall represent the Debtors in such matter. Skadden and TS&S shall make reasonable efforts to ensure that the Debtors' estates are not charged for any duplication of work resulting from such procedures.

7. TS&S shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines promulgated by the Office of the United States Trustee, and further orders of this Court.

8. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

9. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
November 4, 2005

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE